

09-23-1999

Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

CD-ROM Technologies, Inc.

- ☐ Individuals
☐ General Partnership -
☒ Corporation-State: Delaware
☐ Other

- ☐ Association
☐ Limited Partnership

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment
☒ Security Interest
☐ Other
- ☐ Merger
☐ Change of Name

Execution Date: July 23, 1999

2. Name and address of receiving party(ies):

Name: Bankers Trust Company

Internal Address: _____

Street Address: One Bankers Trust Plaza, 130 Liberty StreetCity: New York State: New York ZIP: 10006

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation- New York
☐ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Trademark Registration No.(s)\

2,041,489

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Brian Jaenicke, Legal AssistantInternal Address: White & Case LLPStreet Address: 1155 Avenue of the AmericasCity: New York State: NY ZIP: 10036

6. Total number of applications and registration involved

26

7. Total fee (37 CFR 3.41): \$ 665.00

- ☒ Enclosed
☒ Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

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01 FC:481

40.00 OP

02 FC:482

625.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Brian T. Jaenicke

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARKS OWNED BY CD-ROM TECHNOLOGIES, INC.

TRADEMARK	REG. NO.	REG. DATE
BUSINESS PHONE (US)	2,041,489	2-25-97
CANADA BUSINESS PHONE (US)	2,110,072	10-28-97
CANADA HOME PHONE (US)	2,046,753	3-18-97
CANADA PHONE	1,947,780	1-9-96
DIRECTPHONE	1,901,178	6-20-95
GEOTARGET	2,211,402	12-15-98
HOME AND BUSINESS PHONE	2,041,490	2-25-97
HONE PHONE	1,951,197	1-23-96
LIST MATCH (US)	2,045,003	3-11-97
LISTMAGIC	2,013,690	11-5-96
MAPVIEW	2,026,809	12-31-96
NET PHONE	1,961,777	3-12-96
POPPHONE	2,132,390	1-27-98
POSTAL WIZARD	2,211,950	12-15-98
PRO CD (US)	2,013,407	11-5-96
PROCD (US)	1,901,521	6-27-95
PROCD AND DESIGN	2,021,865	12-10-96
PRO CD INTERNET DIRECTORY	2,151,703	4-21-98
PROPHONE	1,902,456	7-4-95
SELECT MAIL	2,064,063	5-20-97
SELECT PHONE	2,010,441	10-22-96
SELECT STREET ATLAS	2,041,370	2-25-97
SMARTFIND	2,013,689	11-5-96
THE NATIONAL TELEPHONE DIRECTORY ON CD-ROM	1,898,371	6-6-95
THE NEW MEDIA TELEPHONE BOOK	1,884,404	3-14-95
ZIPFIX	2,102,031	9-30-97

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, CD-ROM Technologies, Inc., a Delaware corporation (the "Grantor") with principal offices at 5711 South 86th Circle, Omaha, Nebraska 68127-0347, hereby grants to Bankers Trust Company, as Collateral Agent, with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

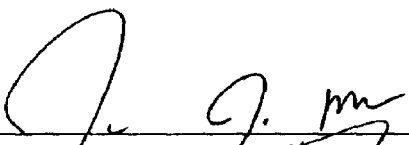
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of July 23, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

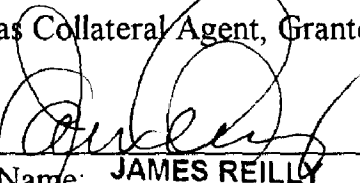
Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 23rd day of July, 1999.

CD-ROM TECHNOLOGIES, INC., Grantor

By: 
Name: JACK J. MCGOVERN
Title: SECRETARY

BANKERS TRUST COMPANY
as Collateral Agent, Grantee

By: 
Name: JAMES REILLY
Title: VICE PRESIDENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 23rd day of July, 1999, before me personally came Jack J. McGovern who, being by me duly sworn, did state as follows: that he is Secretary of CD-ROM Technologies, Inc., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

MAY KAREN YIP
Notary Public, State of New York
No. 01Y16009063
Qualified in New York County
Commission Expires June 22, 2000

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 23rd day of July, 1999, before me personally came James Reilly who, being by me duly sworn, did state as follows: that he is Vice President of Bankers Trust Company that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

MAY KAREN YIP
Notary Public, State of New York
No. 01Y16009063
Qualified in New York County
Commission Expires June 22, 2000